

RECORDATION NO. 12240 - **D** FILED

MAR 3 '99

1-30PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

February 26, 1999

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Partial Termination of Lease, dated February 11, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease which was previously filed with the Commission under Recordation Numbers 12240, 12241, 12242 and 12243.

The names and addresses of the parties to the enclosed document are:

Lessor	:	ORIX USA Corporation 1177 Avenue of the Americas New York, New York 10036
Lessee	:	Kennecott Utah Copper Corp. 8315 West 3595 South Magna, Utah 84044

A description of the railroad equipment covered by the enclosed document is:

one (1) General Motors locomotive - road number 711

*Adl.*  
*CountryPart*

Vernon A. Williams  
February 26, 1999  
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

Surface Transportation Board  
Washington, D.C. 20423-0001

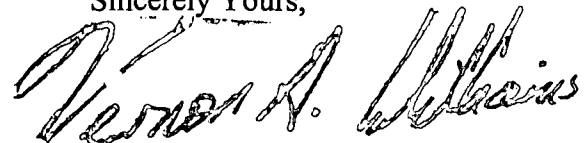
March 3, 1999

Robert W. Alvord  
Alvord & Alvord  
918 16<sup>th</sup> Street NW  
Washington DC 20006-2973

Dear Mr. Alvord:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and  
and 49 CFR 1177.3 (c), on March 3, 1999 at 1:30 PM, and assigned  
recordation number(s) 12240-D, 12241-D, 12242-D, 12243-D.

Sincerely Yours,



Vernon A. Williams  
Secretary

Enclosure(s)

\$ 104.00 The amount indicated at the left has been received in payment of a fee in  
connection with a document filed on the date shown. This receipt is issued for the amount  
paid. In the event of an error or any questions concerning this fee, you will receive a  
notification after the Surface Transportation Board has an opportunity to examine your  
document.

Signature: \_\_\_\_\_

PARTIAL TERMINATION OF LEASE

MAR 3 '99

1-30PM

This Partial Termination of Lease terminates the Equipment Lease dated as of September 15, 1980, between ORIX USA Corporation, as Assignee of First Security Leasing Company, as Lessor, and Kennecott Utah Copper Corporation, as Assignee of Kennecott Corporation, as Lessee, with respect only to one (1) General Motors EMD Model GP39-2 locomotive bearing road number 711.

The Equipment Lease and Assignments thereof have been filed with the Surface Transportation Board (f/k/a the Interstate Commerce Commission) under the following Recordation Numbers:

<u>Recordation Number</u>	<u>Date of Filing</u>
12240-A	June 16, 1987 11:10 a.m.
12240-B	February 14, 1990 12:35 p.m.
12241	September 30, 1980 10:55 a.m.
12241-A	June 16, 1987 11:10 a.m.
12241-B	February 14, 1990 12:55 p.m.
12241-C	December 26, 1995 12:45 p.m.
12242-A	June 16, 1987 11:10 a.m.
12242-B	February 14, 1990 12:55 p.m.
12243-A	June 16, 1987 11:10 a.m.

This Partial Termination shall not impair or terminate the rights and obligations of the parties under the Equipment Lease which expressly survives this termination.

Dated: February 11, 1999

ORIX USA CORPORATION (LESSOR)

By: J. F. Anton

Print Name: Frank G. Anton

Title: VP

KENNECOTT UTAH COPPER CORP. (LESSEE)

By: J. Kemme

Print Name: John E. Kemme

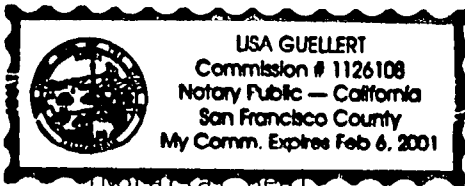
Title: Director Materials Management

STATE OF CALIFORNIA                    )  
  ) S.S.  
COUNTY OF SAN FRANCISCO            )

On FEBRUARY 11, 1999, before me, LISA GUELLERT,  
personally appeared FRANK ANTON, VICE PRESIDENT of  
ORIX USA CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the  
person(s) whose name(s) is/are subscribed to the within  
instrument and acknowledged to me that he/she/they executed the  
same in his/her/their authorized capacity(ies), and that by  
his/her/their signature(s) on the instrument the person(s), or  
the entity upon behalf of which the person(s) acted, executed the  
instrument.



Witness my hand and official seal.

Lisa Guellert  
SIGNATURE OF THE NOTARY

STATE OF UTAH                            )  
  ) S.S.  
COUNTY OF SALT LAKE                 )

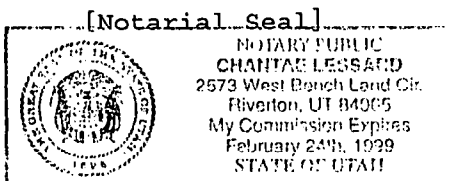
On February 15, 1999, before me, Chantae Lessard  
personally appeared Don E. Kemme, Director of  
KENNECOTT UTAH COPPER CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the  
person(s) whose name(s) is/are subscribed to the within  
instrument and acknowledged to me that he/she/they executed the  
same in his/her/their authorized capacity(ies), and that by  
his/her/their signature(s) on the instrument the person(s), or  
the entity upon behalf of which the person(s) acted, executed the  
instrument.

Witness my hand and official seal.

Chantae Lessard  
SIGNATURE OF THE NOTARY



District of Columbia     )  
                                      )  
City of Washington        )     ss:

I, KIM L. BARTMAN, Notary for the District of Columbia, hereby certify that the attached "Partial Termination of Lease", dated February 11, 1999 between ORIX USA CORPORATION, Lessor, and KENNECOTT UTAH COPPER CORPORATION, Lessee, is a true and complete copy of the original thereof.

Certified this 1st day of March, 1999.



*Kim L. Bartman*  
NOTARY PUBLIC

My commission expires: 3-31-2000